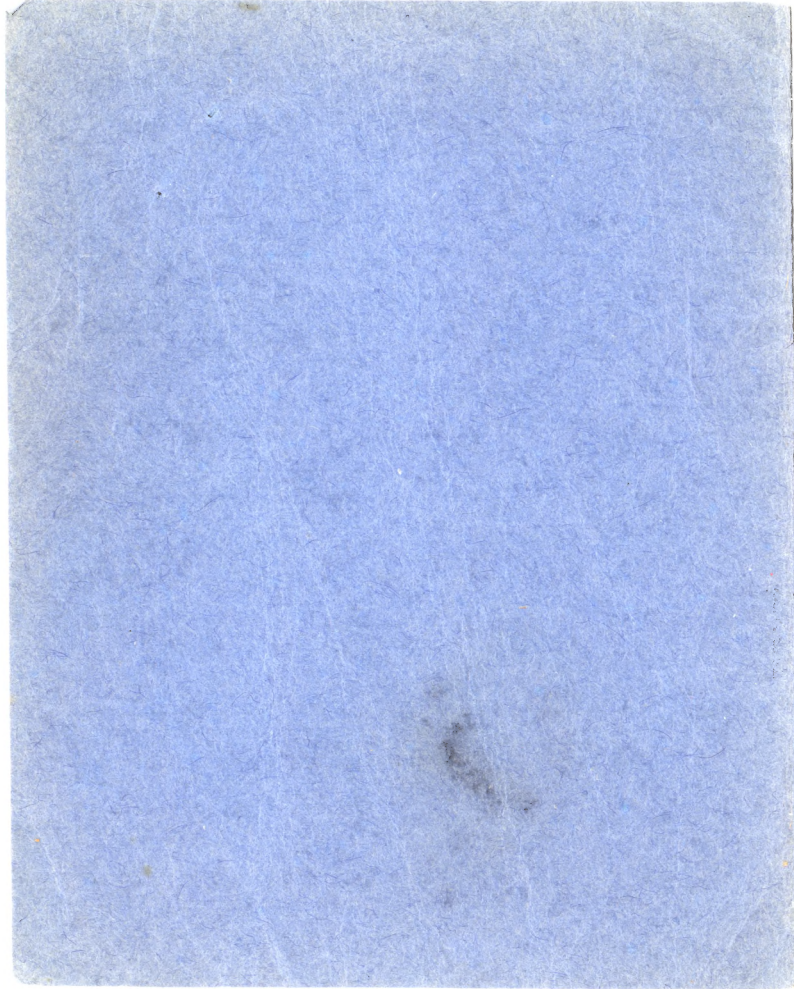


The Fremantle Buffalo Club Limited



MEMORANDUM AND ARTICLES OF ASSOCIATION

High Street, Fremantle



Western Australia.

"The Companies Act, 1893."

Company Limited by Shares.

Memorandum of Association
of
The Fremantle Buffalo Club Limited.

1. The name of the Company is "The Fremantle Buffalo Club, Limited."
2. The Registered Office of the Company will be situated in Fremantle in the State of Western Australia.
3. The objects for which the Company is established are:—
 - (a) To establish, maintain, and conduct a club for the accommodation of members and associate members of the Company, and the social advancement of Buffaloism and for the meeting of members, associate members and their guests in social union.
 - (b) Such meetings shall be held upon the premises of which the Club are the bona-fide occupiers, and shall not be for the purpose of making a profit divisible among the

members, associate members, or any of them, or in support of any object other than the accommodation of the members, associate members and their guests.

- (c) The accommodation is to be provided and maintained from the joint funds of the Club, and no person shall be entitled under these rules to derive any benefit or advantage from the Club which is not shared equally by every member or associate member thereof.
- (d) To manage the said Club and employ officers, servants and attendants.
- (e) To make rules and regulations for admission to and use of the Club and its premises, and the conduct of members, associate members and visitors, and from time to time to rescind and vary the same, provided that no rule or regulation shall be made under this power which would amount to such an addition to or alteration of the Articles of Association as could only legally be made by a special resolution passed in accordance with the Companies Act for the time being in force.
- (e1) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purposes of the business, and in particular, any land, buildings, easements, machinery, plant and stock-in-trade.
- (f) To purchase as the joint property of the whole of the members and associate members of the Club for and on behalf of the Club and its members and associate members, wines, spirits, malt liquors, viands,

cigars, tobacco, provisions, books, newspapers and periodicals, and other articles usually provided and supplied at clubs, and to supply the same to members and associate members.

- (g) To collect and receive either an aggregate sum or sums from the members and associate members of such club, or entrance fee and subscriptions from the individual members and associate members by way of consideration for the advantages afforded to the members of such club.
- (h) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (i) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock or otherwise, charged upon all or any of the Company's property.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, debentures and other negotiable or transferable instruments.
- (k) To remunerate any person for services rendered in or about the formation or promotion of the Company, or the conduct of its business.
- (l) To distribute any of the property of the Company in specie among the members or associate members.
- (m) To do all or any of the above things as principal, agents, contractors, or otherwise, or by or through trustees, agents or otherwise, or in conjunction with others.
- (n) To do all such other things as are incidental or conducive for the attainment of the above objects, and to enter into, sign and execute

all necessary arrangements, contracts and other deeds and insurances in relation thereto.

4. The liability of members is limited.

5. The capital of the Company is five hundred pounds (£500), divided into four thousand (4,000) shares of two shillings and sixpence (2/6) each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectfully agree to take the number of shares in the capital of the Company set opposite our respective names.

Dated the 9th day of February, 1920.

Name and Address	No. of Shares Taken.
WILLIAM OBRE MYERS, 9t Packerham-st., Fremantle	4 four
ANTHONY STOBBS, 42 Queen Victoria-rd., Fremantle	8, eight
JAMES DIGGLES, 14 Arundel-st., Fremantle	1 one
RICHARD BERRYMAN South-st., Fremantle	1 one
WALTER EDWARD PALLOT, South-st., Fremantle	2 two
C. ERNEST COLE, 28 Nairn-st., Fremantle	2 two
WILLIAM KELLY, 54 Queen-st., Fremantle	2 two
J. H. STEWART, 36 Adelaide-st., Fremantle	4 four

W. SCHOFIELD,		
Mason-st, North Fremantle	1	one
H. SPOUR,		
Elizabeth-st., North Fremantle	1	one
T. RUFFLEY,		
Riverside-rd, East Fremantle	1	one
G. H. PEACH,		
Victoria Ave., North Fremantle	1	one
W. T. M. BURNS,		
Broome-st., North Fremantle	1	one
A. G. BATES,		
Hick-st., North Fremantle	1	one
G. H. ARCHIBALD,		
Gresham Hotel, North F'tle	1	one

Witness to all the above signatures,
JOHN D. MOSS, Solicitor, Fremantle.

RULES

ARTICLES OF ASSOCIATION OF THE FREMANTLE BUFFALO CLUB LIMITED

In these Rules, unless there be something in the subject to context inconsistent therewith—

“The Club” means the Fremantle Buffalo Club Limited.

“The Committee” means the Committee of Management for the time being of the Club, and shall mean and include the directors of the Company for the time being.

“Annual Meeting” means an Annual General meeting and “Special Meeting” means any other meeting of the Club, and “General Meeting” means a General Meeting of the Club, whether annual or special.

The word “Month” means calendar month.

1. The business of the said Club shall include the several objects expressed in the Memorandum of Association, and all matters which from time to time appear to the directors to be expedient for attaining those objects.

2. The Directors of the said Club shall be the persons who from time to time shall be the members of the Committee hereinafter mentioned.

3. The capital of the said Club shall be £500, divided into 4000 shares of 2/6 each.

4. The Committee may from time to time make such call as they think fit upon the members in respect of all moneys unpaid on their shares, provided 14 days' notice be given of such call.

5. No share in the Club shall be allotted, transferred or sold to or be registered in the name of any person who has not previously been elected a member as hereinafter provided.

6. No share in the Club shall be transferred by any member.

7. Any person desiring to become a member of the Club shall sign and deliver to the Secretary of the Club (hereinafter called "the Secretary") an application in the form or to the effect following:—

Gentlemen,—I desire to become a member of the Fremantle Buffalo Club, Limited, and I hereby apply for and in the event of my election authorise you to allot me one share in the said Club, and to enter my name in the register thereof, and in the event of my election agree to be bound by the rules of the said Club, or any regulations thereof for the time being in force.

Dated this _____ day of _____ 19 _____

Name in full _____

Address _____

Occupation _____

Signature _____

We hereby nominate the abovenamed candidate as

a member of the Club. We believe that he is in every respect eligible and fit for membership.

.....Proposer.

.....Second.

7. (a) Any person desiring to become an Associate Member of the Club shall sign and deliver to the Secretary of the Club an application in the form or to the effect following:—

To the Committee of the Fremantle Buffalo Club, Ltd.—

Gentlemen,

I desire to become an Associate Member of the Fremantle Buffalo Club Ltd., and I hereby authorise you to enter my name in the Register thereof; and in the event of my election agree to be bound by the Rules of the said Club or any regulations thereof for the time being in force.

Dated this.....day of19.....

Name in full

Address

Occupation

Signature

We hereby nominate the above-mentioned Candidate as an Associate Member of the Club. We believe that he is in every respect eligible and fit for membership.

.....Proposer.

.....Second.

7. (b) Persons who are not members of any Lodge of the Royal Antediluvian Order of Buffaloes may become Associate Members of the Club. They shall be proposed and seconded and shall sign a proposition from in accordance with Rule 7a. They shall have neither voice nor vote in the management of the Club but are subject to its rules and regulations and shall retain such associate membership for such period as the committee may determine.

8. (a) Any adult member of any Lodge of the Order of The Royal Antediluvian Order of Buffaloes shall be eligible for membership.

(b) Recognised Lodges of the Order of The Royal Antediluvian Order of Buffaloes may be admitted to the meeting-room for the purpose of conducting the regular business of their respective bodies on payment of a subscription to be fixed at the Annual General Meeting. The minimum subscription for each such Lodge shall be **One Guinea** per annum.

(c) No member of any such Lodge unless he be a duly elected financial member or delegate of such Lodge shall be entitled to any of the Club's privileges or the use of the Club premises, other than may be necessary for him to attend the meetings of the particular Lodge he is connected with.

SUBSCRIPTION

9. (a) Entrance fee to be one guinea.

(b) The annual subscription for members shall be one pound, payable yearly, half-yearly, or quarterly in advance.

(c) The financial year shall commence on the 1st June of each year.

ELECTION.

10. (a) The name and addresses of persons proposed for membership or associate membership of the Club shall be displayed in a conspicuous place in the Club premises for at least 14 days before their election, and an interval of not less than two weeks shall elapse between nomination and election of members or associate members.
 - (b) All members or associate members shall be elected by the Committee on a day to be notified, and a record shall be kept by the Secretary of the Club of the names of the members of the Committee present and voting on such a day.
 - (c) The election of members or associate members by the Committee shall be by ballot, which shall take place at an Ordinary Meeting of the Committee, and in the presence of scrutineers appointed by the Committee. One black ball in eight shall exclude a person from election. No person who has been black-balled or withdrawn from nomination shall be eligible to stand for membership or associate membership again within six months.
11. (a) Any member or associate member whose subscription is in arrears (after having received one month's notice from the Secretary) may be excluded by the Committee from all privileges of the Club until the same shall have been paid.
 - (b) If any member or associate member shall fail or neglect for a period of six months to pay any money due from him to the Club for Subscription or any other account he shall (without prejudice to the right of the Club

to receive the same at law) **ipso facto** cease to be a member or associate member and shall not be permitted to resume membership, or exercise the privileges of a member or associate member unless and until he is again elected as a member or associate member in manner provided by these Rules in the case of a new member, and then only after all arrears of subscriptions and other moneys owing shall have been fully paid. nor shall any such defaulting member or associate member until all such arrears and moneys are paid be entitled to be proposed or be or become an honorary member of or be admitted to the Club for any purposes whatsoever.

- (c) It shall be the duty of the Secretary of the Club to excise the name of any such defaulting member or associate member from the Club's Register of Members.
- (d) No member shall be eligible for office or be permitted to nominate an office-bearer or intending member, vote at any meeting, sign any requisition for a meeting, discuss a motion, or vote thereon, who is in arrear with his subscription.
- (e) Any member or associate member may resign his membership at any time by notifying his resignation in writing to the Secretary, and thereupon he shall cease to be a member of the Club, but no such resignation shall relieve any member or associate member from the payment of any subscription or other money due or payable by him at the time of such resignation.

- (f) No member or associate member retiring from the Club, or ceasing from any cause to be a member shall be entitled to, or have any claims upon, any portion whatever of the property of the Club.
 - (g) A Register of Members and Associate Members of the Club for the time being shall be kept on the Club premises as provided in Section 145 of the Licensing Act, 1911.
12. (a) If any member or associate member shall wilfully infringe any of the Rules of the Club, or of the By-laws of the Committee or if any member or associate member shall in the opinion of the Committee. after investigation be guilty of misconduct, it shall be in the power of the Committee to suspend such member or associate member for any period not exceeding six (6) months, or to call a Special General Meeting for the express and sole purpose of determining whether such member shall be expelled or not.
- (b) Every Special General Meeting for the said purpose shall be called and notified in like manner as other special general meetings are to be called. In pursuance of Rule No. 14.
- (c) The opinion of such Special General Meetings shall be obtained by ballot, and if two-thirds of those present be in favour of the expulsion of such member or associate member he shall thereupon, **ipso facto**, cease to be a member or associate member of the Club.

GOVERNMENT OF THE CLUB.

13. The Government of the Club shall be vested in a General Committee who shall be elected annually

for the ensuing twelve months by the shareholders of the Club, consisting of (a) President, Vice President, Hon. Treasurer; (b) and six other members; (c) to represent each contributing Lodge on matters concerning that body, one delegate shall be elected by the members of such Lodge.

14. Notwithstanding Rule 13, no member shall be entitled to a seat on the Committee unless he be a financial member of this Club, or delegate for a financial contributing body.

POWERS OF COMMITTEE.

15. The Committee of Management shall have the power to make by-laws and regulations, authorise expenditure, receive all moneys and subscriptions, appoint sub-committees from their own body, engage or discharge servants, sanction leases, impose fines, and in all things conduct and superintend the business of the Club.

MEETINGS OF COMMITTEE.

16. (a) The Committee shall meet on every alternate Sunday, and a Special Meeting may be called at any time it may be deemed necessary by the President. At all meetings of the Committee five shall form a quorum. The Committee shall fill up any vacancy that may occur in their number during the year. At all Ordinary or Special Meetings of the Committee, if a quorum be not present within fifteen minutes of the appointed time, such meeting may be adjourned to a date as the members present may decide and notice thereof in writing shall be sent to every member by the Secretary.
- (b) Minutes of all Resolutions and Proceedings of such Committee shall be entered in a book, to be provided for the purpose by the Secretary.

ANNUAL MEETING.

17. The Annual General Meeting shall be held on the last Monday in June in each year, for the election of office-bearers and committee, and for the ordinary business of the Club; special business may be transacted if five clear days' notice be given. The Treasurer shall submit to the meeting a statement of the accounts for the past year, duly audited by one member appointed by the Committee, and the Secretary shall submit the report for the past year.

PLACE OF MEETING.

18. All meetings, whether of office-bearers or members of the Club, to transact any business whatsoever, shall be held at the Club house.

SPECIAL GENERAL MEETING.

19. A Special General Meeting of Members shall be called by the President on receiving a written application from not less than twelve financial members. A circular stating the objects of the meeting and the time and place at which it is called shall be sent by the Secretary to every member. Twelve members to form a quorum at all General or Special Meetings.

20. (a) The President for the time being shall ex officio be chairman at all meetings, whether of members or general committee. In his absence the Vice President shall be appointed Chairman, and in the absence of the President and the Vice President the members shall elect a chairman from among their members.

(b) The decision of the presiding Chairman on the construction or interpretation of any rules shall be conclusive and final, unless and until the same shall be over-ruled by a Special General Meeting called for the purpose. At all General or Special Meetings of Members should a quorum not be

present within fifteen minutes of the advertised time, then such meetings may be adjourned to a date not less than seven days hence, as the members present may then decide, and due notice of such adjournment shall be given by the Secretary.

- (c) At all General, Special General and Committee meetings of members, the Chairman shall have a casting vote in case of an equality of votes, in addition to his vote as an ordinary member.

HONORARY OR TEMPORARY MEMBERS.

21. The qualifications of honorary or temporary members shall be as follows:—

The proposed honorary or temporary member must be a visitor from, and usually resident in, some part of Western Australia distant more than fifteen miles from the Club's premises, or a visitor from outside the State's limits, and a member of a Lodge of the Order of the Royal Antediluvian Order of Buffaloes. He must be twenty-one years of age, and be a person who has not within three calendar months immediately preceding his proposal for honorary or temporary membership been afforded the privileges of the Club as honorary or temporary member.

22. No person shall become an honorary or temporary member of the Club unless:—

- (a) He is proposed in writing, signed by a member in a form setting out that such person is to the knowledge of the proposer eligible according to the rules of the Club.
- (b) Such notice is posted on the Club's premises by the Secretary thereof, the time of such posting being marked thereon.
- (c) At least four hours elapse between the posting of such notice and the election.

23. When the requirements of the foregoing Rule have been complied with the proposed honorary or temporary member may be elected by the Committee.

GAMBLING AND OBJECTIONABLE LANGUAGE

24. No gambling, betting, or objectionable language of any kind shall be allowed. Any infringement of this Rule may be brought under the notice of the Committee, who shall have power to inflict a fine on the member or associate member so offending, and no member so fined shall be permitted to enjoy the privileges of membership or associate membership until such fine shall have been paid.

GAMES.

25. Every facility will be afforded members or associate members desirous of playing games for which accommodation can be provided, and all by-laws approved of by the Committee for the regulation of such games shall form part of the Rules of this Club. The charge of such games, together with the necessary rules shall be under the control of the Committee.

FUNDS OF THE CLUB

26. All receipts and funds of the Club shall be deposited in the Bank authorised by the Committee of Management within 48 hours of receipt, and shall only be withdrawn by cheque signed by the President, Vice President, Hon. Treasurer, or any two of them, countersigned by the Secretary. All such withdrawals shall be previously authorised by the Committee of Management.

SECRETARY

27. There shall be at all times a Secretary of the Club elected by, and whose salary shall be determined by the Committee.

28. The Secretary shall attend all meetings in connection with the business and social activities of the Club. He shall record in the minute book correct and

accurate minutes of the proceedings of all such meetings, conduct all correspondence under the direction of the committee, and shall keep a filed copy of all letters sent; issue all notices in accordance with the rules. He shall keep clear and correct accounts of all receipts and expenditure. Submit a financial statement at each fortnightly meeting of all moneys received and disbursed, the credit in bank and balance in hand; complete the books and accounts for the preparation of the monthly statement, half yearly and annual balance sheets, to be duly certified by the auditor or auditors, and after confirmation by the Committee of Management post on the notice board of the Club the half yearly and annual balance sheets. At each Committee meeting, and at other times if required by the President or Committee of Management, he shall produce the Bank Pass Books made up-to-date, and all other books in his custody. He shall receive all moneys due the Club and pay the same promptly and regularly to the credit of the Club with the bank at which the funds of the Club are authorised to be deposited. He shall give receipts for all moneys received on printed consecutively numbered forms of which a counterfoil shall be kept.

29. He shall keep invoice and stock books which shall be open for inspection of any officer of the Club.

30. He shall keep a correct register of members and associate members with the date of their election, also a list of suspended, expelled and lapsed members, and shall generally act under the instructions of the Committee of Management (or the Executive Committee during the interim between meetings of the Committee of Management) in all secretarial matters as the Committees may direct. He shall be guaranteed under a fidelity bond for two hundred pounds (£200) premium to be paid by the Club.

TREASURER.

31. The Treasurer shall exercise a close supervision over the financial transactions of the Club and shall see that all moneys received by the Secretary are properly accounted for, promptly and regularly paid to the credit of the Club with the bank at which the funds are authorised to be deposited. He shall also carefully and efficiently scrutinise all disbursements and see that the same are duly vouched and properly paid, attend all meetings of the Executive Committee and Committee of Management, and shall receive such annual honorarium as the Committee of Management shall from time to time decide. He shall be guaranteed under a fidelity bond for one hundred pounds (£100) premium to be paid by the Club.

AUDITOR.

32. There shall be an auditor of the Club, appointed by the Committee, who shall once in every year examine the accounts of the Club and certify to the correctness of the balance-sheet.

MEMBERS OF COMMITTEE ABSENT FROM MEETINGS.

33. Should any Member of the Committee fail to attend for three consecutive meetings, without the consent previously obtained in writing from the Committee, his seat may be declared vacant.

- 34. (a) A visitor shall not be supplied with liquor in the Club premises, unless on the invitation and in the company of a member or associate member.
- (b) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by a member or associate member purchasing same.
- (c) No person under twenty-one years of age shall be admitted a member or associate member of the Club.

GENERAL.

35. All Officers of the Club shall be indemnified by the Club for all loses and expenses incurred by them in or about the discharge of their respective duties, except such as happen through their own wilful act or default.

36. The Club shall be opened and closed at such hours as from time to time may be fixed by the Committee. After the hour of closing no games shall be commenced or refreshments supplied.

37. The Club shall be opened on such Sundays as the Committee may direct.

38. All resolutions passed at meetings of the Club shall be conclusive and binding on all members and associate members of the Club, whether they shall have been present at such meetings or not, provided that such meetings be held in conformity with the Rules of this Club, and such resolutions can only be revoked by a meeting of competent authority.

39. All suggestions and complaints shall be made to the Secretary by letter, or entered and signed by the member complaining, in a book to be kept for that purpose in the Secretary's room, and if of an urgent nature such complaint shall, with as little delay as possible, be answered by the Secretary. All such complaints shall be brought under the notice of the Committee.

40. No member or associate member shall wilfully take away from the Club, or deface, or tear, or injure any newspaper, book, pamphlet, or other article the property of the Club. Any member or associate member so offending may be expelled from the Club. Members or associate members injuring any articles the property of the Club shall pay for the same at a price to be fixed by the Committee.

41. Members or associate members shall produce their cards of membership or associate membership or badge when called up so to do by the attendants or executive officers.

42. The payment of entrance fee or any subscription shall imply a member's or associate member's acquiescence in the Rules and Regulations of the Club.

43. These Rules shall be printed and a copy of them transmitted to every member of the Club; but no member shall be absolved from the effect of them on any plea of not having received them.

44. These Rules and such portion of the Table "A" of the second schedule of the "Companies Act, 1893," as are not inconsistent herewith, shall be binding on the members and associate members.

45. No person under 18 years of age, except boys who are being trained as waiters or are serving as messengers and are not allowed to serve behind the bar, shall be employed in the Club.

46. No steward, cook, or other employee of a registered club shall be employed for a longer period than is provided for persons employed in a public house, hotel, restaurant or coffee palace under Section 15 of the "Early Closing Amendment Act, 1904."

Dated the 23rd day of June, 1940.

D. HYNES, President.

W. J. MORRISON, Secretary

